

RECORDATION NO. 20741 FILED

JUN 27 '97

4-40PM

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OF COUNSEL
URBAN A. LESTER

June 27, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Master Lease Agreement, dated June 26, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Capital Corporation
50 Kennedy Plaza
Providence, Rhode Island 02903

Lessee: Mobil Oil Corporation
3225 Gallows Road
Fairfax, Virginia 22090

A description of the railroad equipment covered by the enclosed document is:

seventy-five (75) tank cars bearing reporting marks and road numbers
MBLX 34729 through MBLX 34803

RECEIVED
SURFACE TRANSPORTATION
BOARD

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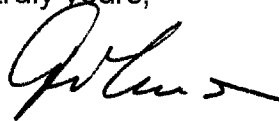
Copy
County Clerk

Vernon A. Williams
June 27, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

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MEMORANDUM OF MASTER LEASE AGREEMENT

Memorandum of Master Lease Agreement, made and entered into on June 26, 1997 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor"), and Mobil Oil Corporation, a New York corporation ("Lessee").

W I T N E S S E T H:

The undersigned have entered into that certain Master Lease Agreement, dated June 26, 1997, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain tank cars bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Master Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FLEET CAPITAL CORPORATION

By: Name: DAVID W. KELLOGG
Title:

Vice President/Sr. Lender

MOBIL OIL CORPORATION

By: _____

Name: James Armstrong
Title: Attorney-in-fact

Executed on this 26th day of June, 1997.

STATE OF VIRGINIA)

) ss:

June 26, 1997

COUNTY OF FAIRFAX)

On this the 26th day of June, 1997, before me, the undersigned officer, personally appeared James Armstrong, who acknowledged himself to be an Attorney-in-fact of Mobil Oil Corporation, and that he as such Attorney-in-fact, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his free act and deed individually and as such Attorney-in-fact, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself as such Attorney-in-fact.

IN WITNESS WHEREOF, I hereunto set my hand.

Notary Public

My Commission Expires: _____

STATE OF RHODE ISLAND)

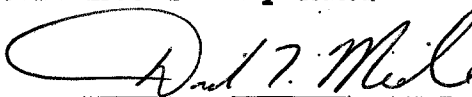
) ss:

June 26, 1997

COUNTY OF PROVIDENCE)

On this the 26th day of June, 1997, before me, the undersigned officer, personally appeared David W. Kellogg, who acknowledged himself to be an Vice President of Fleet Capital Corporation, and that he/she as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.



DAVID T. MIELE

Notary Public

My Commission Expires: 7/2/97

MEMORANDUM OF MASTER LEASE AGREEMENT

Memorandum of Master Lease Agreement, made and entered into on March 26, 1997 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor"), and Mobil Oil Corporation, a New York corporation ("Lessee").

W I T N E S S E T H:


The undersigned have entered into that certain Master Lease Agreement, dated June 26, 1997, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives or tank cars bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Master Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FLEET CAPITAL CORPORATION

By: _____
Name:
Title:

MOBIL OIL CORPORATION

By:  _____
Name: James Armstrong
Title: Attorney-in-fact

Executed on this 26th day of June, 1997.

STATE OF VIRGINIA)
) ss:
COUNTY OF FAIRFAX)

June 26, 1997

On this the 26th day of June, 1997, before me, the undersigned officer, personally appeared James Armstrong, who acknowledged himself to be an Attorney-in-fact of Mobil Oil Corporation, and that he as such Attorney-in-fact, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his free act and deed individually and as such Attorney-in-fact, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself as such Attorney-in-fact.

IN WITNESS WHEREOF, I hereunto set my hand.

Angela C. Wilson

Notary Public

My Commission Expires: April 30, 2000

STATE OF RHODE ISLAND)
) ss:
COUNTY OF PROVIDENCE)

June 26, 1997

On this the 26th day of June, 1997, before me, the undersigned officer, personally appeared _____, who acknowledged himself to be an _____ of Fleet Capital Corporation, and that he/she as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said entity for the purposes therein contained, by signing the name of the entity by himself/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.

Notary Public

My Commission Expires: _____

EXHIBIT A**EQUIPMENT DESCRIPTION**

<u>Qty</u>	<u>Manufacturer, Description</u>	<u>Trinity Car #</u>	<u>Mobil Car #</u>
75	Trinity Industries 1992 Tank Cars 33,667 Gallon Capacity D.O.T #112J340	TILX 300973 TILX 300974 TILX 300975 TILX 300976 TILX 300977 TILX 300978 TILX 330979 TILX 330980 TILX 330981 TILX 330982 TILX 330983 TILX 330984 TILX 330985 TILX 330986 TILX 330987 TILX 330988 TILX 330989 TILX 330990 TILX 330991 TILX 330992 TILX 330993 TILX 330994 TILX 330995 TILX 330996 TILX 330997 TILX 330998 TILX 330999 TILX 331000 TILX 331001 TILX 331002 TILX 331003 TILX 331004 TILX 331005 TILX 331006 TILX 331007 TILX 331008 TILX 331009 TILX 331010 TILX 331011 TILX 331012 TILX 331013 TILX 331014 TILX 331015	MBLX 34729 MBLX 34730 MBLX 34731 MBLX 34732 MBLX 37433 MBLX 37434 MBLX 37435 MBLX 37436 MBLX 37437 MBLX 37438 MBLX 37439 MBLX 34740 MBLX 34741 MBLX 34742 MBLX 34743 MBLX 34744 MBLX 34745 MBLX 34746 MBLX 34747 MBLX 34748 MBLX 34749 MBLX 34750 MBLX 34751 MBLX 34752 MBLX 34753 MBLX 34754 MBLX 34755 MBLX 34756 MBLX 34757 MBLX 34758 MBLX 34759 MBLX 34760 MBLX 34761 MBLX 34762 MBLX 34763 MBLX 34764 MBLX 34765 MBLX 34766 MBLX 34767 MBLX 34768 MBLX 34769 MBLX 34770 MBLX 34771

<u>Qty</u>	<u>Manufacturer,Description</u>	<u>Trinity Car #</u>	<u>Mobil Car #</u>
		TILX 331016	MBLX 34772
		TILX 331017	MBLX 34773
		TILX 331018	MBLX 34774
		TILX 331019	MBLX 34775
		TILX 331020	MBLX 34776
		TILX 331021	MBLX 34777
		TILX 331022	MBLX 34778
		TILX 331024	MBLX 34780
		TILX 331025	MBLX 34781
		TILX 331026	MBLX 34782
		TILX 331027	MBLX 34783
		TILX 331028	MBLX 34784
		TILX 331029	MBLX 34785
		TILX 331030	MBLX 34786
		TILX 331031	MBLX 34787
		TILX 331032	MBLX 34788
		TILX 331033	MBLX 34789
		TILX 331034	MBLX 34790
		TILX 331035	MBLX 34791
		TILX 331036	MBLX 34792
		TILX 331037	MBLX 34793
		TILX 331038	MBLX 34794
		TILX 331039	MBLX 34795
		TILX 331040	MBLX 34796
		TILX 331041	MBLX 34797
		TILX 331042	MBLX 34798
		TILX 331043	MBLX 34799
		TILX 331044	MBLX 34800
		TILX 331045	MBLX 34801
		TILX 331046	MBLX 34802
		TILX 331047	MBLX 34803

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